

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3123505

The Registrar of Companies for England and Wales hereby certifies that
POLITEIA

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 8th November 1995



N031235056


M. LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

Name of company

* POLITEIA

* insert full
name of Company

I, CLIVE MATTHEW HOPEWELL

of 8-10 New Fetter Lane, London EC4A 1RS

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)~~]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at LOVELL WHITE DURRANT

Declarant to sign below

65 HOLBORN VIADUCT, LONDON

EC1A 2DY

the 31st day of OCTOBER

One thousand nine hundred and 95

before me ~~Amended full~~ A.L. LAWRENCE -
MILLS

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

Charles Russell Solicitors
8-10 New Fetter Lane
London
EC4A 1RS

Ref: MS

Tel: 0171 203 5000

For official Use

New Companies Section

Post room



G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not
write in
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

--

Name of company

*POLITEIA

Note

This declaration
should accompany
the application for
the registration of
the company

*Insert full name
of company

CLIVE MATTHEW HOPEWELL

of 8-10 New Fetter Lane, London EC4A 1RS

†Delete as
appropriate

a [Solicitor engaged in the formation of the above-named company] ~~{person named as director or secretary of the above company in the statement delivered under section 10 of the above Act}~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at LOVELL WHITE DURRANT

65 HOLBORN VIADUCT LONDON

EC4A 2DY

the 31st day of OCTOBER

One thousand nine hundred and 95

before me A. L. LAWRENCE
MILLS

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Declarant to sign below

Clive

Presenter's name, address and
reference (if any):

Charles Russell Solicitors
8-10 New Fetter Lane
London
EC4A 1RS

Ref: MS

Tel: 0171 203 5000

For official use
New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G30(5)(a)

1985 Edition
12.85 F5450

5017979

Package: 'Laserform'
by Laserform International Ltd.

Companies House Approval No: CHA 116

10

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

For official use ☐

Politeia

Registered office of the company on
incorporation.

RO

Charles Russell

8-10 New Fetter Lane

Post town London

County/Region

Postcode EC4A 1RS

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒

Name Charles Russell

RA

8-10 New Fetter Lane

Post town London

County/Region

Postcode EC4A 1RS

Number of continuation sheets attached

☐ 1

To whom should Companies House
direct any enquiries about the
information shown in this form?

Charles Russell

8-10 New Fetter Lane, London

Postcode EC4A 1RS

Telephone 0171 203 5000

Extension 5069

Company Secretary

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the registered or principal office address.

Consent signature

Directors

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS	Dr
Sheila Margaret Mary	
Lawlor	
AD	26 Maids Causeway
Post town Cambridge	
County/Region	
Postcode CB5 8DD Country England	
I consent to act as secretary of the company named on page 1	
Signed	Sheila Lawlor
Date	25 October 1995

CD	Dr
Sheila Margaret Mary	
Lawlor	
AD	26 Maids Causeway
Post town Cambridge	
County/Region	
Postcode CB5 8DD Country England	
DO	17/11/53
Nationality	British
OC	Director, Policy Think tank and historian
52, Rochester Row, London SW1P 1JU	
OD	Centre for Policy Studies, from which I
shall resign as director on 31/10/1995	
I consent to act as director of the company named on page 1	
Signed	Sheila Lawlor
Date	25/10/95

Directors (continued)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.

In the case of a corporation, give the registered or principal office address.

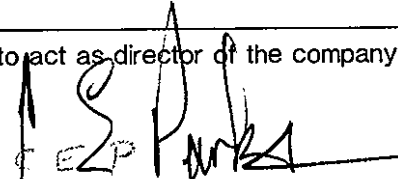
Date of birth

Business occupation

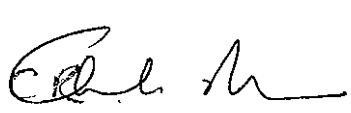
Other directorships

* Voluntary details

Consent signature

CD	The Right Honourable Baron Parkinson of Carnworth	
	Cecil Edward	
	Parkinson	
AD	77 Brook Street	
	Post town	London
	County/Region	
	Postcode	W1Y 1YE
	Country	England
DO	011 019 311	Nationality NA BRITISH
OC	a Company Director	
OD	a see attached list	
I consent to act as director of the company named on page 1		
Signed		Date 25-10-95

Delete if the form is signed by the subscribers.

	
Signature of agent on behalf of all subscribers	Date 27.10.95

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director **was**

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

LORD PARKINSON'S DIRECTORSHIPS AS AT 31.10.95

Dartford River Crossing Ltd.,
Dartford River Crossing Trustees Ltd.
Dolphin Holdings Ltd.

Eurorail CTRL Ltd.

Resigned July 1995

Eurorail Ltd.

Resigned July 1995

Great Queen Street Consultants

Hertfordshire Business Centre Ltd.

Jarvis Harpenden Holdings Ltd.

J.L. Manson & Partners Ltd.

Midland Expressway Ltd.

Starmin plc

Resigned January 1995

Taskforce Communications Ltd.

Usborne plc.

Directors (continued)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.

In the case of a corporation, give the registered or principal office address.

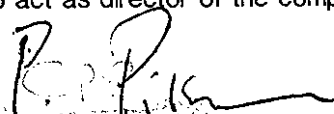
Date of birth

Business occupation


Other directorships

* Voluntary details

Consent signature

CD	Canon	
	Peter	
	Pilkington	
AD	33/37 Grosvenor Gardens	
	Post town	London
	County/Region	
	Postcode	SW1
	Country	
DO	05	09 33
	Nationality	NA BRITISH
OC	CHAIRMAN, BROADCASTING COMPLAINTS COMMISSION	
OD	See attached list	
I consent to act as director of the company named on page 1		
Signed		Date 26.X.95

Delete if the form is signed by the subscribers.

	
Signature of agent on behalf of all subscribers	Date 27.10.95

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

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Give previous forenames or surname except that:

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- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

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Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

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Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director was

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

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Companies House
Crown Way
Cardiff
CF4 3UZ

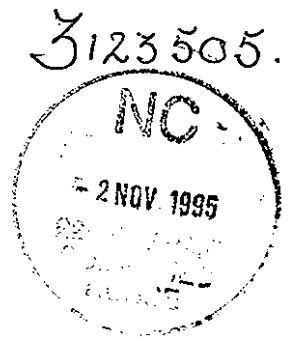
or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

CANON PETER PILKINGTON'S DIRECTORSHIPS

Quainton Hall, Harrow Weald	
Milton Abbey, Dorset	
The Hall, Hampstead	x
Durston House, Ealing	x
Summerfields, Oxford	x

x = Resigned



The Companies Acts 1985 and 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

POLITEIA ✓

1. The name of the Company (hereinafter called "the Company") is
"POLITEIA"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To promote and advance for the benefit of the public education in national and international issues affecting the citizen to include but not limited to the role of government in society, the constitution and the future of the welfare state;
 - (ii) To encourage research and publication and discussion of such issues as those set out at 3(A)(i) above by any means and in any place and;
 - (iii) To support and assist charitable and other organisations whose objects contribute in any way and in any part of the world to the object at 3(A)(i) above.

(B) In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (i) to design, develop and regulate the conduct of programmes and courses of education and research and to confer cooperate and enter into arrangements with academic institutions and other bodies in order to provide or facilitate such programmes and courses;
- (ii) to organise and assist others to organise meetings and conferences;
- (iii) to publish and transmit and assist in the publication and transmission of material in all forms of media;
- (iv) to make grants or loans or otherwise apply monies or other assets or assistance to or for the benefit of any person or persons or other organisation in any part of the world;
- (v) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections necessary for or conducive to the objects of the Company;
- (vi) to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with any of the

property and rights of the Company as may be necessary or conducive to its objects;

- (vii) to act as trustee or manager of any property, endowment, bequest or gift;
- (viii) to act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary or conducive to its objects;
- (ix) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- (x) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in its absolute discretion, with power to vary or transpose any investments for or into others of any nature subject as hereinafter provided;
- (xi) to establish and support or aid in the establishment and support of any charitable associations or institutions, to amalgamate, affiliate or co-operate with any association or institution with similar purposes, and to make grants, subscribe or guarantee money for purposes in any way connected with the purposes of the Company or calculated to further its objects;

- (xii) to appoint, employ, train and dismiss such managers, officers, staff, clerks, servants and other persons not being members of the Board of Directors of the Company as are considered necessary for the attainment of the said objects and to fix and pay the remuneration of all or any such persons for his her or their services;
- (xiii) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- (xiv) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
- (xv) to apply any part of the capital or income of the Company on such terms as may be thought fit, in its absolute discretion;
- (xvi) to do all such other things as are necessary or conducive to the attainment of the above objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.

PROVIDED THAT:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of:-

- (1). reasonable and proper remuneration or pensions to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, or
- (2). reasonable and proper professional charges to any member of the Company or of the Board of Directors of the Company for any professional services rendered to the Company, or

- (3). interest at a rate per annum not exceeding two percent below the base lending rate of a clearing bank in the United Kingdom selected by the Company or three per cent whichever is the greater on money lent to the Company by any member of the Company or of the Board of Directors of the Company, or
- (4). reasonable and proper rent for premises demised or let to the Company by any member of the Company or of the Board of Directors of the Company, or
- (5). reimbursement of reasonable out-of-pocket expenses actually incurred by any officer or servant of the Company in or about the affairs of the Company, or
- (6). fees, remuneration or other benefit in money or money's worth to any company of which any member of the Company or of the Board of Directors of the Company may also be a member in connection with activities undertaken by such company which promote or further one or more of the said objects of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to such other organisation being an organisation which prohibits the distribution of its profits to its members and having objects identical with or similar to those of the Company as the members of the Company shall resolve.

WE, the persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

DATED this 26th day of October 1995

NAMES AND ADDRESSES OF SUBSCRIBERS

1. **SHEILA MARGARET MARY LAWLOR**

26 Maids Causeway
Cambridge CB5 8DD

Sheila Lawlor

WITNESS to the above signature

Nurse Staff

2. **THE RIGHT HONOURABLE BARON PARKINSON of CARNWORTH**

77 Brook Street
London
W1Y 1YE

Baron Parkinson

WITNESS to the above signature

Nurse Staff

3. **CANON PETER PILKINGTON**
33/37 Grosvenor Gardens
London
SW1

P. < P. Pilkington

WITNESS to the above signature

T. A. H.

**The Companies Acts 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

POLITEIA

GENERAL

1. In these presents the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

The Act

The Companies Act 1985 as amended by the Companies Act 1989

The Board

The Board of Directors for the time being of the Company

The Company

The above-named Company

In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
Month	Calendar month
The Office	The registered office of the Company
The Seal	The common seal of the Company
These presents	These Articles of Association, and the regulations of the Company from time to time in force
The United Kingdom	Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number, and vice versa. Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is three, but the Board may from time to time register an increase of members.

3. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Company is established for the purposes expressed in the Memorandum of Association.

5. The membership of the Company shall comprise the subscribers to the Memorandum of Association of the Company (subject to the provisions of Article 6) and any person or persons from time to time appointed by and who may be removed or substituted at any time by:

- (a) notice in writing to the Company signed by no less than 75% of the members of the Company for the time being, or
- (b) by resolution of the Company in General Meeting passed by a majority of no less than 75% of the members of the Company attending and voting thereat.

DISQUALIFICATION OF MEMBERS

6. A person shall forthwith cease to be a member of the Company

- (a) if he or she is removed by notice or resolution in accordance with the provisions of Article 5, or
- (b) if by notice in writing to the Company he or she resigns his or her membership, or
- (c) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
- (d) if he or she becomes of unsound mind.

GENERAL MEETINGS

7. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Board may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of members representing not less than one tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings of the Company.

10. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days notice in writing of every other General Meeting (exclusive in every case both of the day which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company, but with the consent of members having at least 95% of the voting rights at the meeting intended to be convened and having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. The Chairman of the Company shall preside as Chairman at every General Meeting at which he or she shall be present, but if he or she is not present within fifteen minutes after the time appointed for holding a meeting, or is unwilling to preside, the members present shall choose some member or its duly authorised representative, in either case who shall be present, to preside at that meeting.

16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by any member present in person or by proxy or by its duly authorised representative, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 17, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered or (being a corporation) its duly authorised representative shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

24. Votes may be given on a poll either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his or her attorney duly authorised in writing.

26. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote (or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll) and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"

I

of ,
a member of Politeia,
hereby appoint ,
of ,
and failing him/her, ,
of ,
to vote for me and on my behalf at the ,
[Annual or Extraordinary, or adjourned, as ,
the case may be] General meeting of the ,
Company to be held on the day of ,
and at every adjournment thereof. ,

As witness my hand this day of 19 ."

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE BOARD

30. The Board shall consist of up to five persons appointed from time to time either by the Company in General Meeting or by written resolution signed by a majority at the members of the Company for the time being.

POWERS OF THE BOARD

31. The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to:-

- (a) the provisions of these presents;
- (b) the provisions of the statutes for the time being in force and affecting the Company; and
- (c) such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting provided that no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

32. The Board for the time being may act notwithstanding any vacancy in their body.

33. In addition and without prejudice to any other powers hereby or by law conferred on the Board the Board may from time to time and for such period and to such extent and generally on such terms as the Board shall think fit delegate to any employee of the Company employed in or in connection with the management, administration, organisation and conduct of the affairs of the Company any powers and duties of the Board as may be reasonable **SAVE THAT** the Board must report back to the Company in General Meeting as to the delegation of such powers and duties.

34. Each member of the Board may be repaid out of the funds of the Company such reasonable out-of-pocket expenses as the Board shall from time to time determine in respect of his or her attendance at meetings of the Board or on behalf of the affairs of the Company but save as aforesaid in these presents and in clause 4 of the Memorandum no member of the Company shall receive any remuneration from the Company.

CHAIRMAN

35. The Chairman of the Company shall be appointed by the members of the Company from the members for the time being of the Board for a period of up to three years and upon expiry of such period shall be eligible for re-appointment upon the same terms. **PROVIDED** that the Chairman shall cease to hold such appointment forthwith upon ceasing to be a member of the Board.

36. The Chairman shall preside as Chairman at all meetings of the Board at which he or she shall be present, but if he or she is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling

to preside, the members of the Board present shall choose one of their number to preside at that meeting.

SECRETARY

37. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

38. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of two members of the Board or of a member of the Board and of the Secretary, and such Board members or Board member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

39. The office of a member of the Board shall be vacated:-

- (a) if by notice in writing to the Company he or she resigns from the Board, or

- (b) if he or she is removed by notice in writing to the Company signed by 75% of the members of the Company for the time being, or
- (c) if he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or
- (d) if he or she is removed from office by a resolution duly passed pursuant to S.303 of the Act, or
- (e) if he or she is absent from three consecutive meetings of the Board without the consent of the Chairman, or
- (f) if he or she is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Board.

PROCEEDINGS OF THE BOARD

40. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least twice during every year. Unless otherwise determined, two members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the Chairman shall have a second or casting vote.

41. The Chairman or two Board members may, and on the request of the Chairman or such members the Secretary shall, at any time, summon a meeting of the Board by notice served upon all the members of the Board.

42. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

43. The Board may delegate any of their powers to committees consisting of such member or members of the Board and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

44. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

45. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all the members for the time being of or of any committee of the Board who are entitled to receive notice of a

meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more members of the Board.

ACCOUNTS

47. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

48. The books of account shall be kept at the office, or, subject to Section 222 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board or any member thereof.

49. At the Annual General meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than twelve months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper

reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attaching thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be laid before the meeting as required by Section 241 of the Act.

AUDIT

50. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

51. Auditors not being members of the Board of Directors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

52. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.

53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such

address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

54. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a first class prepaid letter.

INDEMNITY

55. Subject to the Act every member of the Board or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may properly sustain or properly incur in or about the execution of the duties of his or her office or otherwise in relation thereto.

ALTERATIONS

56. No alterations shall be made to the presents except by a resolution put to a General Meeting of the Company by the Board (a simple majority of whom at a duly convened Board meeting shall decide to put such resolution to a General Meeting) and passed at such General Meeting (of which at least twenty-one days notice has been given) by three-quarters of those present and voting at such General meeting.

DISSOLUTION

57. Clauses 5, 6 and 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these presents.

DATED this 26^v day of October 1995

NAMES AND ADDRESSES OF SUBSCRIBERS

1. **SHEILA MARGARET MARY LAWLOR**
26 Maids Causeway
Cambridge CB5 8DD

Sheila Lawlor

WITNESS to the above signature

AB Cooney

2. **THE RIGHT HONOURABLE BARON PARKINSON of CARNWORTH**
77 Brook Street
London
W1Y 1YE

Baron Parkinson

WITNESS to the above signature

M. Stalford

3. **CANON PETER PILKINGTON**
33/37 Grosvenor Gardens
London
SW1

P. Pilkington

WITNESS to the above signature

Tracy